

RECORDATION NO. 26276 FILED

MAR 31 '06 12:51 PM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

March 31, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment and Assumption Agreement, dated as of March 31, 2006, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Assignor:	Trinity Industries Leasing Company 2525 Stemmons Freeway Dallas, Texas 75207
Assignee:	TLP Rail Trust I Wilmington Trust Company, not in its individual capacity but solely as Trustee Rodney Square North 1100 North Market Street Wilmington, Delaware 19890

This document relates to the two Memoranda of Lease Agreement between (i) the Assignor, as Lessor, and Ethanol Products LLC, as Lessee, and (ii) the Assignor, as Lessor, and Musket Corporation, as Lessee, both being filed concurrently herewith.

Mr. Vernon A. Williams
March 31, 2006
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A description of the railroad equipment covered by the enclosed document is:

130 railcars: TILX 192505 – TILX 192554 (50) and TILX 193251 – TILX 193330 (80).

A short summary of the document to appear in the index is:

Memorandum of Assignment and Assumption Agreement.

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

Memorandum of Assignment and Assumption Agreement made and entered into on March 31, 2006 by and between TLP Rail Trust I, a Delaware statutory trust, (the "Assignee"), Trinity Tank Car, Inc., a Delaware corporation (the "Assignor").

W I T N E S S E T H:

The undersigned have entered into that certain Assignment and Assumption Agreement (the "Assignment"), dated as of March 31, 2006, whereby the Assignor has agreed to assign to the Assignee and the Assignee has agreed to accept assignment from the Assignor certain railroad car leases as listed on Exhibit A attached hereto.

This Memo may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute the same instrument.

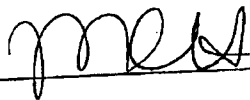
[Memorandum of Assignment and Assumption Agreement]

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

TLP RAIL TRUST I

By: Wilmington Trust Company, not in its individual capacity but solely as Trustee

By: _____
Name:
Title:



Michele C. Harra
Financial Services Officer

Executed on this 31 day of March, 2006

TRINITY TANK CAR, INC.

By: _____
Name:
Title:

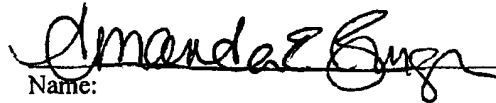
Executed on this ____ day of March, 2006

[Memorandum of Assignment and Assumption Agreement]

STATE OF Delaware)
 NEW CASTLE) SS:
COUNTY OF _____)

On this, the 31 day of March 2006, before a Notary Public in and for said County and State, personally appeared **Michele C. Harra**, who being by me duly sworn, says that (s)he is **Financial Services Officer** of TLP Rail Trust I, by Wilmington Trust Company, not in its individual capacity but solely as Trustee, that said instrument was signed on March 31, 2006 on behalf of said entity by authority of its management or other governing body, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said entity.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Name:
Notary Public

My Commission Expires:
Residing in _____

Amanda E. Burger
Notary Public - State of Delaware
My Comm. Expires March 7, 2007

[Memorandum of Assignment and Assumption Agreement]

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

TLP RAIL TRUST I

By: Wilmington Trust Company, not in its individual capacity but solely as Trustee

By: _____
Name:
Title:

TRINITY TANK CAR, INC.

By: Tony Andrukaitis
Name: Tony Andrukaitis
Title: President

Executed on this ____ day of March, 2006

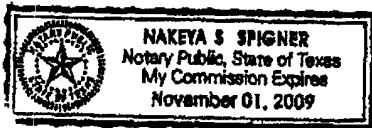
Executed on this 31 day of March, 2006

STATE OF TEXAS)
) SS:
COUNTY OF DALLAS)

On this, the 31st day of March 2006, before a Notary Public in and for said County and State, personally appeared Tony Andrukaitis, who being by me duly sworn, says that (s)he is the President of Trinity Tank Car, Inc., that said instrument was signed on March 31, 2006 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Nakeya S. Spigner
Name: Nakeya S. Spigner
Notary Public



My Commission Expires: November 1, 2009
Residing in: Dallas, Texas

EXHIBIT A

1. Fifty (50) units identified with marks TILX 192505-192554 leased pursuant to Rider Ten (10) to that certain Railroad Car Lease Agreement dated as of June 18, 2001 between Trinity Industries Leasing Company and Ethanol Products LLC.

2. Eighty (80) units unidentified with marks TILX 193251-193330 leased pursuant to Rider Six (6) to that certain Railroad Car Lease Agreement dated as of March 23, 2004 between Trinity Industries Leasing Company and Musket Corporation.

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

3/31/06



Robert W. Alvord